

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In Re:	)	Chapter 11
	)	
	)	
CAESARS ENTERTAINMENT OPERATING	)	
COMPANY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 15-01145 (ABG)
	)	(Jointly Administered)
	)	
	)	
Debtors.	)	Hon. A. Benjamin Goldgar
	)	

**NOTICE OF EMERGENCY MOTION**

PLEASE TAKE NOTICE THAT on **WEDNESDAY, MARCH 25, 2015**, at the hour of **1:30 PM**, I shall appear before the Honorable A. Benjamin Goldgar, Bankruptcy Judge, in Courtroom 2525, Dirksen Federal Courthouse, 219 South Dearborn Street, Chicago, Illinois or before any other Bankruptcy Judge who may be sitting in his place and shall **PRESENT AND REQUEST AN IMMEDIATE HEARING** on an **EMERGENCY APPLICATION FOR ORDER APPROVING THE APPOINTMENT OF EXAMINER**, a copy of which is attached hereto and is herewith served upon you.

By: /s/ Denise A. DeLaurent  
Denise DeLaurent, Attorney  
Office of the U.S. Trustee  
219 S. Dearborn St., Room 873  
Chicago, IL 60604  
(312) 886-3326

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<sup>1</sup> The last four digits of Caesars Entertainment Operating Company, Inc.'s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In Re:	)	Chapter 11
	)	
	)	
CAESARS ENTERTAINMENT OPERATING	)	
COMPANY, INC., <i>et al.</i> , <sup>2</sup>	)	Case No. 15-01145 (ABG)
	)	(Jointly Administered)
	)	
	)	
Debtors.	)	Hon. A. Benjamin Goldgar

**CERTIFICATE OF SERVICE**

I, Denise A. DeLaurent, Attorney, state that on March 23, 2015, copies of **U.S. TRUSTEE'S EMERGENCY APPLICATION FOR ORDER APPROVING THE APPOINTMENT OF EXAMINER** were: (1) filed electronically with the Court's CM/ECF system; (2) served on all parties shown on ***Exhibit A*** via the Court's Electronic Notice for Registrants; and (3) served on all other parties shown on ***Exhibit B*** via Email, or, if no email was provided, via First Class Mail.

By: /s/ Denise A. DeLaurent

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<sup>2</sup> The last four digits of Caesars Entertainment Operating Company, Inc.'s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

## **EXHIBIT A**

## CM/ECF REGISTRANTS

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## **EXHIBIT B**



UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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In re:	)	
	)	Chapter 11
	)	
CAESARS ENTERTAINMENT OPERATING	)	Case No. 15-01145 (ABG)
COMPANY, INC., <u>et al.</u> , <sup>1</sup>	)	
	)	
Debtors.	)	(Jointly Administered)
	)	

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MASTER/2002 SERVICE LIST AS OF MARCH 16, 2015

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<sup>1</sup> The last four digits of Caesars Entertainment Operating Company, Inc.'s tax identification number are 1623. Due to the large number of Debtors in these jointly-administered chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

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Case No. 15-01145 (ABG)  
Master/2002 Service List as of March 16, 2015

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Debtors	Caesars Entertainment Operating Company, Inc.	Attn General Counsel	1 Caesars Palace Drive		Las Vegas	NV	89109				tlambert@caesars.com
Counsel to Debtors	Kirkland & Ellis LLP	James HM Sprayregen, David R Seligman, Ryan Preston Dahl, Jeffrey J. Zeiger, David J. Zott & Stephen C. Hackney	300 North LaSalle		Chicago	IL	60654		312-862-2000	312-862-2200	james.sprayregen@kirkland.com; david.seligman@kirkland.com; david.zott@kirkland.com; jeffrey.pawel@kirkland.com; ryan.dahl@kirkland.com; stephen.hackney@kirkland.com; joe.graham@kirkland.com
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Claims Agent	Prime Clerk LLC	Ben Steele	830 3rd Ave Fl 9		New York	NY	10022		212-257-5450	646-328-2851	ccocroft@primeclerk.com
Counsel to Apollo Global Management LLC and certain of its affiliates	Akin Gump Strauss Hauer & Feld LLP	Sara L. Brauner, Ira S. Ditzengoff, Philip C. Dublin, Abid Qureshi	One Bryant Park		New York	NY	10036		212-872-1000	212-872-1002	sbrauner@akingump.com; iditzengoff@akingump.com; pdublin@akingump.com; aqureshi@akingump.com
Chief Restructuring Officer for Debtors	AltaPartners	Randall S. Eisenberg	40 West 57th Street		New York	NY	10019		646-428-9127	212-490-1344	reisenberg@altapartners.com
Interested Party	American Express, Global Merchant Services	Craig McDowell	Three World Financial Center	200 Vesey Street	New York	NY	10285		212-640-1086		Craig.McDowell@aexp.com
Counsel to Christina L. Coppede	Ansell Grimm & Aaron, P.C.	James G. Aaron, Esq.	1500 Lawrence Ave., CN-7807		Ocean	NJ	07712		732-922-1000	732-643-5403	aga@ansellgrimm.com
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Gaming Commissions	Arizona Department of Gaming	Dan Bergin, Director	1110 W. Washington St, Suite 450		Phoenix	AZ	85007				
Counsel to Aristocrat Technologies, Inc.	Armstrong Teasdale LLP	David L. Going, Richard W. Engel, Jr.	7700 Forsyth Blvd., Suite 1800		St. Louis	MO	63105		314-621-5070	314-621-5065	dgoing@armstrongteasdale.com; rengel@armstrongteasdale.com
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Counsel to Indenture Trustee for the 10.00% Second-Priority Senior Secured Notes due 2038 and the 10.00% Second-Priority Senior Secured Notes due 2035	Bryan Cave LLP	Stephanie Wickowski, Esq. & Michelle McMahon, Esq.	1290 Avenue of the Americas		New York	NY	10104		212-541-2000	212-541-4630	stephanie.wickowski@bryancave.com; michelle.mcmahon@bryancave.com
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Gaming Commissions	Bureau of Gambling Control	Kamala D. Harris, Attorney General	4949 Broadway, Suite E-211		Sacramento	CA	95820				
Agent for Creditor, EMC Corporation	c/o Receivable Management Services ("RMS")	Attn: Ronald L. Rowland, Esq.	387 International Circle, Ste. 270		Hunt Valley	MD	21030		410-773-4035		Ronald.Rowland@rgr.com
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Administrative Agent for Credit Facility	Credit Suisse AG, Cayman Islands Branch	Attn: Sean Portrait	Eleven Madison Avenue		New York	NY	10010		919-994-6369	212-322-2291	agency.loanops@credit-suisse.com
Indenture Trustee for the 10.00% Second-Priority Senior Secured Notes due 2038 and the 10.00% Second-Priority Senior Secured Notes due 2035	Delaware Trust Company	Sandra E. Horwitz, Managing Director	2711 Centerville Road		Wilmington	DE	19808		Office: 877-374-6010 ext. 62412; Cell: 302-636-8666	302-636-8666	shorwitz@delawaretrust.com
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Counsel to the Ad Hoc Group of Holders of the Unsecured 5.75% Notes due 2017 and Unsecured 6.50% Notes due 2016	Striker Biddle & Reath LLP	Timothy R. Casey	191 North Wacker Drive, Suite 3700		Chicago	IL	60606		312-569-1000	312-569-3201	timothy.casey@tdbr.com
EPA - Regional Office	Environmental Protection Agency - Region 5	Attn: Richard I. Nagle, Bankruptcy Contact	Mail Code: C-141	77 W Jackson Blvd	Chicago	IL	60604		312-353-8222	312-353-4135	nagle.richard@epa.gov
Counsel to VISA U.S.A. Inc	Farella Braun + Martel LLP	Attn: Gary M. Kaplan, Esq.	235 Montgomery Street, 17th Floor		San Francisco	CA	94104		415-954-4400	415-954-4480	gkaplan@fbm.com
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Case No. 15-01145 (ABG)  
Master/2002 Service List as of March 16, 2015

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Counsel to PepsiCo, Inc. together with its subsidiaries, including Bottling Group, LLC, operating collectively with affiliates and their subsidiaries as Pepsi Beverages Company (collectively, "Pepsi"), PepsiCo Sales, Inc. ("PepsiCo Sales"), Pepsi-Cola Fountain Company, Inc. ("Pepsi Fountain"), PepsiCo Food Service, a division of PepsiCo, Inc. ("PFS") and Frito-Lay North America, Inc. ("Frito-Lay") & Edgewood Companies, a successor in interest to Park Cattle Company and one or more of its affiliates, including Edgewood Water Co.	FrankGecker LLP	Joseph D. Frank, Jeremy C. Kleinman	325 North LaSalle Street, Suite 825		Chicago	IL	60654		312-276-1400	312-276-0035	jfrank@fslc.com; jkleinman@fslc.com
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Counsel to IGT	Subramni Zaubler LLC	John P. Leon, Esq., Scott M. Zaubler, Esq.	Willow Ridge Executive Office Park		Martinez	NJ	08053		609-347-7000	609-345-4545	jleon@subramni.com; szauber@subramni.com
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Counsel to Alfred Coletta, and Alfred and Rosemary Coletta, as Co-Guardians of Anthony Coletta, an Incapacitated Person and LAD Hotel Partners, LLC	The Law Office of William J. Factor, Ltd.	Sara E. Lorber	105 W. Madison St., Suite 1500		Chicago	IL	60602		312-373-7227		
Counsel to the Dennis Mehringer 401k Profit Sharing Plan	The Law Offices of C. G. Gordon Martin	C. G. Gordon Martin	99 South Lake Avenue, Suite 501		Pasadena	CA	91101		626-795-4000	626-795-4011	cggordonmartin@earthlink.net
Counsel to Thermal Energy Limited Partnership I	The Law Offices of Roger J. Higgins, LLC	Roger J. Higgins	1 North Bishop Street, Suite 14		Chicago	IL	60607		312-666-0431		rhiggins@rogerhigginsllaw.com
Counsel of record for Standard Textile Co., Inc.	Thompson Hine LLP	Louis F. Solimine, Esq.	312 Walnut Street	Suite 1400	Cincinnati	OH	45202-4029		513-352-6700	513-241-4771	Louis.Solimine@ThompsonHine.com
Counsel to ANV (Lloyds)	Traub Lieberman Straus & Shrewsbury	Christopher J. Nadeau	303 W. Madison Street, Suite 1200		Chicago	IL	60606		312-332-3900	312-332-3908	cnaudeau@traubleberman.com
Indenture Trustee for 10.75% Senior Notes and 10.75%/11.5% Toggle Notes	U.S. Bank Global Corporate Trust Services	Deborah A. Ibrahim, Vice President	One Federal Street		Boston	MA	02110-0000		617-603-6427	617-603-6644	deborah.abraham@usbank.com
Indenture Trustee for 10.75% Senior Notes and 10.75%/11.5% Toggle Notes	U.S. Bank National Association		60 Livingston Avenue		St. Paul	MN	55107 1419		651-495-3909	651-495-8097	
Securities and Exchange Commission - Regional Office	U.S. Securities & Exchange Commission	Attn: Regional Director	Chicago Regional Office	175 W Jackson Blvd, Ste 900	Chicago	IL	60604		312-353-7398		bankruptcynotice@sec.gov; chicago@sec.gov
Indenture Trustee for 11.25% Senior Secured Notes due 2017, 8.5% Senior Secured Notes due 2020, 9% Senior Secured Notes due 2020	UMB Bank, National Association	Attn: Gavin Wilkinson	Corporate Trust and Escrow Services	120 South 6 <sup>th</sup> Street, Suite 1400	Minneapolis	MN	55082		612-337-7001	612-337-7039	

Case No. 15-01145 (ABG)  
Master/2002 Service List as of March 16, 2015

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL
Counsel to Philip G. Satre	Singaretti & Harris LLP	R. Scott Alsterda	70 West Madison, Suite 3500		Chicago	IL	60602		312-977-9203	312-977-4405	rsalsterda@uhlaw.com
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United States Trustee for the Northern District of Illinois	United States Trustee for the Northern District of Illinois	Attn: Denise DeLaurent	219 S Dearborn St, Rm 873		Chicago	IL	60604		312-886-5785	312-886-5794	ustregion11.es.ecf@usdoj.gov; denise.delarent@usdoj.gov
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Counsel to Wilmington Trust Corporation, Wilmington Trust, National Association, as successor Indenture Trustee & Ad Hoc Group of Holders of 10.75% Guaranteed Notes	White & Case LLP	Attn: Thomas E. Lauria	Southeast Financial Center	200 South Biscayne Blvd Ste 4900	Miami	FL	33131		305-371-2700	305-358-5744	tlauria@whitecase.com
Counsel to Wilmington Trust Corporation, Wilmington Trust, National Association, as successor Indenture Trustee & Ad Hoc Group of Holders of 10.75% Guaranteed Notes	White & Case LLP	Attn: J. Christopher Shore & Harrison Denman	1155 Avenue of the Americas		New York	NY	10036		212-819-8200	212-354-8113	cshore@whitecase.com; hdenman@whitecase.com
Indenture Trustee for 12.75% Second Lien Notes	Wilmington Savings Fund Society, FSB	Attn: Patrick J. Healy	360 Delaware Avenue		Wilmington	DE	19801		302-888-7420	302-421-9137	
Counsel to Churchill Downs, Incorporated	Wyatt, Tarrant & Combs, LLP	Daniel I. Waxman	250 West Main Street, Suite 1600		Lexington	KY	40507-1746		859-233-2012	859-259-0649	dwaxman@wyattfirm.com
Counsel to Certain Second Lien Noteholders	Young Conaway Stargatt & Taylor, LLP	Robert S. Brady, Edmon L. Morton & Robert F. Pappati, Jr.	Rodney Square	1000 North King Street	Wilmington	DE	19801		302-571-6600	302-571-1253	rbrady@ycst.com; emorton@ycst.com; rpappati@ycst.com
Counsel to Appalachia Investment Limited Partnership L OCM Opportunities Fund VI, L.P., Special Value Expansion Fund, LLC	Young Conaway Stargatt & Taylor, LLP	John T. Dorsey	1000 North King Street		Wilmington	DE	19801		302-571-6600	302-576-3401	jdorsey@ycst.com

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In Re:	)	Chapter 11
	)	
	)	
CAESARS ENTERTAINMENT OPERATING	)	
COMPANY, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 15-01145 (ABG)
	)	(Jointly Administered)
	)	
	)	
Debtors.	)	Hon. A. Benjamin Goldgar
	)	

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UNITED STATES TRUSTEE'S EMERGENCY APPLICATION FOR  
ORDER APPROVING THE APPOINTMENT OF EXAMINER

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NOW COMES PATRICK S. LAYNG, the United States Trustee for the Northern District of Illinois (the "**Applicant**"), by his attorney, Denise A. DeLaurent, and hereby requests this Court enter an order approving the appointment of **Richard J. Davis** as examiner in the above referenced cases. In support of his Emergency Application, Applicant states as follows:

1. This is a core proceeding under 28 U.S.C. §157(b)(2)(A) which the Court may determine under IOP 15(A) and LR 40.3.1 of the United States District Court for the Northern District of Illinois.

2. Applicant files this Emergency Application pursuant to Fed. R .Bankr. P. 2007.1(c).

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<sup>1</sup> The last four digits of Caesars Entertainment Operating Company, Inc.'s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

3. On March 12, 2015, the Court ordered the appointment of an examiner [Doc. 675].

4. Thereafter, counsel for the Applicant consulted with the following parties in interest regarding the appointment:

- a. David Seligman as Counsel for Debtors;
- b. Kristopher M. Hansen as Counsel to Ad Hoc Committee of First Lien Bank Lenders;
- c. Martin J. Bienenstock as Counsel to Official Committee of Unsecured Creditors;
- d. Sidney P. Levinson as Counsel to the Official Committee of Second Priority Noteholders;
- e. Mark A. Berkoff as Counsel to Ad Hoc Committee of First Lien Noteholders; and
- f. Jeffrey E. Altshul as Counsel to Ad Hoc Committee of 12.75% Second Priority Senior Secured Noteholders.

5. Subject to the Court's approval, Applicant has appointed **Richard J. Davis** (the “**Appointee**”), a disinterested person, to serve as examiner in this case.

6. To the best of Applicant's knowledge, all of the Appointee's connections with the Debtors, creditors, other parties in interest, their respective attorneys, the Court, the U.S. Trustee and his employees are set forth in the Appointee's verified statement, which is attached hereto as ***Exhibit A***.

7. To the best of Applicant's knowledge, the Appointee has no connection with the Court or the U.S. Trustee which would render approval of the appointment improper.

8. Applicant has served all parties with this motion in compliance with the order entered by this Court on February 19, 2015 [Doc. 395].



**WHEREFORE**, Applicant requests that this Court enter an order approving the appointment of **Richard J. Davis** as examiner in these cases.

RESPECTFULLY SUBMITTED:  
PATRICK S. LAYNG  
UNITED STATES TRUSTEE

DATED: March 23, 2015

/S/ Denise A. DeLaurent  
Denise A. DeLaurent, Attorney  
Office of the U.S. Trustee  
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